

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,)	
)	
Plaintiff,)	
)	
v.)	C. A. No. 05-298-JJF
)	
CRAIG R. BARRETT, CHARLENE)	
BARSHEFSKY, E. JOHN P. BROWNE,)	
D. JAMES GUZY, REED E. HUNDT,)	<u>PUBLIC VERSION</u>
PAUL S. OTELLINI, DAVID S. POTTRUCK,)	
JANE E. SHAW, JOHN L. THORNTON,)	
DAVID B. YOFFIE, ANREW S. GROVE,)	
and INTEL CORPORATION,)	
)	
Defendants.)	

**DECLARATION OF JANE E. SHAW
IN SUPPORT OF DEFENDANTS' OPPOSITION
TO MOTION FOR SUMMARY JUDGMENT**

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Attorneys for Defendants

Dated: July 25, 2005
Public Version dated: August 1, 2005

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,)	
)	
Plaintiff,)	
)	
vs.)	Case No.: 05-298 (JJF)
)	
CRAIG R. BARRETT, CHARLENE)	
BARSHESKY, E. JOHN P. BROWNE,)	Jury Trial Demanded
D. JAMES GUZY, REED E. HUNDT,)	
PAUL S. OTELLINI, DAVID S. POTTRUCK,)	
JANE E. SHAW, JOHN L. THORNTON,)	
DAVID B. YOFFIE, ANDREW S. GROVE, and)	
INTEL CORPORATION,)	
)	
Defendants.)	

DECLARATION OF JANE E. SHAW IN SUPPORT OF
DEFENDANTS' OPPOSITION TO MOTION FOR SUMMARY JUDGMENT

I, Jane E. Shaw, declare as follows:

1. I have personal knowledge of the facts stated in this declaration and, if called as a witness, I could and would testify competently to those facts.

Background

2. I have been a member of the Board of Directors ("Board") of Intel Corporation ("Intel") since 1993. I currently serve as Chairman of the Audit Committee of the Board of Directors.

3. I also currently serve as a member of the Board of Directors of McKesson Corporation and OfficeMax, Inc.

4. From 1998 through June 2005, I served as Chairman and Chief Executive Officer of Aerogen, Inc., a company developing drug-device combination aerosol products for patients with respiratory disorders. I was President and Chief Operating Officer of ALZA Corporation, a pharmaceutical company, from 1994 through 1998.

My Service on The Intel Board

5. I am an "independent" director in accordance with the published listing requirements of NASDAQ. Because I am not an Intel officer, I am not eligible to receive any payment under the Executive Officer Incentive Program ("EOIP").

6. In 2004, I received an annual cash retainer of \$60,000 for service on Intel's Board and an additional cash retainer of \$20,000 for serving as Chairman of the Audit Committee. During 2004, I was granted an option to purchase a total of 15,000 shares at an exercise price of \$27.53 per share. Intel also reimburses me for my travel and related expenses in connection with attending Board meetings and Board-related activities. Intel has also provided me with a computer for my personal use.

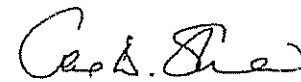
The 2005 Proxy Statement

REDACTED

REDACTED

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on July 13, 2005

A handwritten signature in cursive script, appearing to read "Jane E. Shaw", written over a horizontal line.

Jane E. Shaw


IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

CERTIFICATE OF SERVICE

I do hereby certify that, on July 25, 2005, the within document was filed under seal with the Clerk of Court using CM/ECF which will send notification of such filing to the following; that the document was served on the following counsel as indicated; and that the document is available for viewing and downloading from CM/ECF.

HAND DELIVERY

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**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

CERTIFICATE OF SERVICE

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